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www.rimonlaw.com

April 8, 2014

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Articles of Incorporation: HyperLife Holding Corp.

Ladies and Gentlemen:

Enclosed for filing please find an original and a duplicate of Articles of Incorporation for HyperLife Holding Corp. as well as a check payable to the Florida Department of State in the amount of \$70.00 for the filing fee. Please return a stamped copy of the filed Articles to the undersigned at the address in the footer below.

Thank you.

Very truly yours,

Mark H. Mirkin

### ARTICLES OF INCORPORATION

of

# HYPERLIFE HOLDING CORP.

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The undersigned, for the purposes of incorporating a corporation under the Florida Business Corporation Act, does hereby execute these Articles of Incorporation and does hereby certify as follows:

<u>FIRST</u>: The name of the corporation (hereinafter called the "Corporation") is HyperLife Holding Corp. The principal place of business is 3750 Investment Lane #2, West Palm Beach, Florida 33404.

SECOND: The address of the registered office of the Corporation in the State of Florida is 3750 Investment Lane #2, West Palm Beach, Palm Beach County, Florida 33404, and the name of the registered agent at that address is Mona Lalla.

<u>THIRD</u>: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

<u>FOURTH</u>: The Corporation is authorized to issue ten million (10,000,000) shares of Common Stock, par value \$0.01 per share.

FIFTH: The Corporation shall continue to exist perpetually.

SIXTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the state of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

<u>SEVENTH</u>: The Corporation has one (1) director initially. The name and address of the initial director are Christopher Tisi, 3750 Investment Lane #2, West Palm Beach, Florida 33404.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Rimon Law P.A., 112 Via Castilla, Jupiter, Florida 33458.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 3d day of April, 2014.

Mark H. Mirkin, Esq., Incorporator

Florida Bar No. 464694

SECRETARY OF STATE

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

HyperLife Holding Corp., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 3750 Investment Lane #2, West Palm Beach, Palm Beach County, Florida 33404, has named Mona Lalla as its agent to accept service of process within this State.

## **ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.

Mona Lalla

SECRETARY OF STATE